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Attorneys for Temecula Public Finance Authority

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE COMPANY,
Debtor.

Case Nos.

BK-S-06-10725-1br

BK-S-06-10726-1hr

BK-S-06-10727-1br

BK-S-06-10728-1br

USA CAPITAL REALTY ADVISORS, LLC,
Debtor. BK-S-06-10727-lbr
BK-S-06-10728-lbr
BK-S-06-10729-lbr

USA CAPITAL DIVERSIFIED TRUST DEED
FUND, LLC.

Jointly Administered Chapter 11 Cases

USA CAPITAL DIVERSIFIED TRUST DEED
FUND, LLC. Jointly Administered
Chapter 11 Cases

Debtor.

Date: May, 6, 2009
Time: 1:30 p.m.
Place: Courtroom 1
Foley Federal Building
300 Las Vegas Blvd., South
Las Vegas, Nevada

Affects:

All Debtors

USA Commercial Mortgage Company

□ USA Capital Realty Advisors, LLC

USA Capital Diversified Trust Deed Fund, LLC

USA Capital First Trust Deed Fund, LLC

USA Capital Trust II
 USA Securities, LLC

**MOTION OF TEMECULA PUBLIC FINANCE AUTHORITY TO DETERMINE THAT
THE AUTOMATIC STAY DOES NOT APPLY WITH RESPECT TO CERTAIN
PROPERTY OR, ALTERNATIVELY, TO TERMINATE THE AUTOMATIC STAY**

The TEMECULA PUBLIC FINANCING AUTHORITY (the “Authority”), by and through its counsel, hereby moves this court (in this “Motion”) for the entry of an order, pursuant

1 to Sections 541, 362(d)(1) and (d)(2) of the United States Bankruptcy Code, 11 U.S.C. §§ 101 et
 2 seq. (the “Bankruptcy Code”), Rule 4001(a) of the Federal Rules of Bankruptcy Procedure, and
 3 Rule 4001(a) of the Local Bankruptcy Rules, determining that the automatic stay imposed by
 4 Bankruptcy Code § 362 does not apply with respect to certain real property located in the City of
 5 Temecula, County of Riverside, California. The Authority seeks to foreclose on the property to
 6 collect approximately \$1.2 million in delinquent Special Taxes that pay the debt service on
 7 \$51.25 million in bonds for public improvements required for the development of the property.

8 The real property is more fully described as:

9 County of Riverside Assessor’s Parcel Numbers 964-180-004, 964-180-005,
 10 964-180-017, 964-180-018, 964-180-019, 964-180-020, 964-180-022,
 11 964-180-023, 964-180-024; 964-180-025, 964-180-026, and 964-180-027
 (collectively, the “Temecula Property”),

12 Alternatively, the Authority seeks entry of an order determining that the automatic stay,
 13 as it may apply to the Authority, is lifted with respect to the Temecula Property.

14 Pursuant to Local Rule 4001(a)(2), the required Section 362 Information Sheet is
 15 attached as Exhibit “A.”

16 This Motion is supported by the attached Memorandum of Points and Authorities and all
 17 matters of record in this bankruptcy case, judicial notice of which is respectfully requested.

18 Dated this 8 day of April, 2009.

19 SIDHU LAW FIRM, LLC

20 By 

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 28 *Authority*

MEMORANDUM OF POINTS AND AUTHORITIES

I.

PRELIMINARY STATEMENT

In support hereof, the Authority respectfully states as follows:

1. The automatic stay does not apply to the Temecula Property because it is not property of the estate. See 11 U.S.C. § 541. The Authority submits this Motion to confirm that the USACM Liquidating Trust (the “Trust”), as successor to USA Commercial Mortgage Company (“USACM” or the “Debtor”) had no interest in the Temecula Property as of April 13, 2006 (the “Petition Date”) and, consequently, that the Temecula Property did not become part of the Debtor’s bankruptcy estate upon the commencement of this case. The reason for this Motion is that (1) the Trust claimed to hold equitable ownership rights in property titled in certain affiliates of USA Investment Partners, LLC (“USAIP”), which may include Ashby USA, LLC (“Ashby USA”), the limited liability company that was formed to acquire and develop the Temecula Property, and (2) USACM apparently had or has liens on the ownership interest of USAIP in Ashby USA, to secure payment of a certain promissory note.

2. However, the Trust has recently concluded a settlement of litigation against Ashby USA, its affiliates, and one of its principals, Richard Ashby, and other related entities, under Adversary Proceeding number 08-01123-lbr in this Court. Accordingly, any equitable claims that the Trust may have to Ashby USA's property (including the Temecula Property) have been liquidated in that settlement, and thus such claims pose no impediment to the Authority exercising its rights against Ashby USA. Further, though the Trust may have liens on USAIP's ownership interests, including USAIP's membership interest in Ashby USA, any land owned by Ashby USA is not property of the Debtor's bankruptcy estate or of the Trust. Accordingly, the Authority, which is owed over one million dollars in unpaid property taxes levied on the Temecula Property, seeks a determination that the automatic stay imposed by Bankruptcy Code Section 362 would not prohibit the Authority from exercising its state law rights in California to collect those unpaid property taxes and related amounts, including through foreclosure against the Temecula Property.

3. Alternatively, if this Court determines that the automatic stay does apply with respect to the Temecula Property, the Authority requests the stay be lifted pursuant to Bankruptcy Code section 362(d)(1) for cause, including lack of adequate protection, or pursuant to Bankruptcy Code § 362(d)(2) because the Trust, as successor to the Debtor, lacks any equity in the Temecula Property and it is not necessary for an effective reorganization of the Debtor.

II.

PARTIES

4. The Authority is, and at all material times relevant to this Motion was, a California joint powers authority, under the laws of the State of California. At all times relevant to this Motion, the Authority was and still is acting in its lawful and official capacity as the legislative body of Temecula Public Financing Authority Community Facilities District No. 03-02 (Roripaugh Ranch), a California community facilities district (the “District”).

5. On April 13, 2006 (the “Petition Date”), the Debtor USACM and certain of its affiliated companies and subsidiaries (collectively, the “Debtors”) each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in this Court. The Debtors’ chapter 11 cases are being jointly administered under Bankruptcy Case No. BK-S-06-10725-lbr. On January 8, 2007, this Court confirmed the Third Amended Joint Chapter 11 Plan of Reorganization (the “Joint Plan”, Docket No. 1799) in these cases, and on March 12, 2007, the Joint Plan became effective. The Trust was created pursuant to the Joint Plan, and is a liquidating trust organized under Nevada law. Geoffrey L. Berman serves as the trustee of the Trust.

III.

JURISDICTION AND VENUE

6. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334.
7. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

IV.

BACKGROUND FACTS

OWNERSHIP OF THE TEMECULA PROPERTY

8. Upon information and belief, prior to the Petition Date USACM was a mortgage broker and loan servicing company whose primary business activities were: (a) "originating" short-term loans from investors to real estate developers; and (b) servicing the loans that it originated by collecting principal and interest from borrowers and distributing those payments to the investors. USACM earned revenue by charging various fees for these services, including origination, servicing, and extension fees. The entities with which USACM was involved included a limited liability company, Ashby USA, LLC (previously defined as "Ashby USA"), a California limited liability company, which acquired certain parcels within the District and is the record holder of the Temecula Property.

9. Upon information and belief, certain insiders of the Debtor used USAIP as a vehicle for the transfer of funds from USACM, and, in the aggregate, USACM transferred at least \$58 million to USAIP to fund USAIP's investments and pay its obligations. This has been memorialized in a note between USACM and USAIP dated May 15, 2006, in the amount of approximately \$58 million, approved by order of this Court dated July 24, 2006 (the "Note"). We are informed that the Note is secured by liens on USAIP's interests in entities owned (in whole or in part) by USAIP, including Ashby USA. See, e.g., USACM Liquidating Trust Quarterly Report For Period Ending September 30, 2007, at 5 and n.6 (case docket no. 5035).

10. It is clear, however, that the Debtor is not the record title holder to any portion of the Temecula Property, nor does it own any direct legal or equitable interest in the Temecula Property. Hence, the Temecula Property is not part of the Debtor's bankruptcy estate. Accordingly, this motion must be granted.

1 THE UNPAID TAX LIABILITY ON ACCOUNT OF THE TEMECULA PROPERTY

2 11. The Authority is engaged, generally, in the financing of certain public facilities and
 3 services. The Authority is a governmental unit that provides up-front payments for public
 4 facilities and services, imposes a tax on the benefited properties to be paid over a period of years,
 5 and then issues bonds, the repayment of which is funded with money collected from those taxes.

6 12. Pursuant to the applicable provisions of the Mello-Roos Community Facilities Act of
 7 1982, as codified at CAL. GOV'T CODE §§ 53311 et seq. (the "Mello-Roos Act"), the Authority
 8 formed the District for the purpose of financing certain public facilities and services within the
 9 District. The Authority thereafter imposed a continuing lien to secure each annual levy of a
 10 special tax against parcels of real property within the District (as it has been and continues to be
 11 levied from year to year, including applicable interest, the "Special Tax").

12 13. The Special Tax is secured pursuant to the applicable provisions of Section 3114.5 of
 13 the California Streets and Highways Code by a continuing tax lien (the "Tax Lien") on the
 14 Temecula Property. See CAL. STS. & HIGH. CODE § 3114.5. The Tax Lien has been perfected by
 15 the Authority's recording of a notice of special tax lien with the Riverside County Recorder's
 16 Office on January 14, 2005, as Instrument No. 2005-0039138. The special tax lien is senior in
 17 priority to any lien, interest or claim. Accordingly, as of the date of this Motion, the Special Tax
 18 is secured and perfected as of January 14, 2005.

19 14. Based on the security of the Special Tax, the Authority issued special tax bonds
 20 pursuant to the applicable provisions of the Mello-Roos Act (the "Bonds").

21 15. Collection of the Special Tax is undertaken each year via the regular property tax bill
 22 prepared by the County of Riverside Tax Collector. The tax bill sets forth the amount of the
 23 Special Tax owed on account of each parcel within the Temecula Property.

24 16. The Special Tax for Fiscal Year 2008-2009 was \$2,360,377.84, which was due and
 25 payable on December 10, 2008, and April 10, 2009, in two installments.

26 17. On December 10, 2008, \$1,180,188.92 in special taxes levied against the Temecula
 27 Property became delinquent by reason of non-payment, and remain so to the present (the
 28

1 "Unpaid December Taxes"). The Unpaid December Taxes remain unpaid and delinquent as of
 2 the date of this Motion.

3 18. On April 10, 2009, \$1,180,188.92 in special taxes levied against the Temecula
 4 Property became delinquent by reason of non-payment, and remain so to the present (the
 5 "Unpaid April Taxes").

6 19. The delinquent Unpaid December Taxes and Unpaid April Taxes on account of each
 7 parcel within the District are more fully set forth in Exhibit 1 attached hereto and incorporated
 8 hereby. Further detail from the records of the County of Riverside about the taxes levied on each
 9 parcel, and confirmation of the non-payment of the Unpaid December Taxes and April Taxes, is
 10 attached as Exhibit 2.

11 20. As of July 1, 2009, interest will begin to accrue on the 2008-2009 delinquent Special
 12 Taxes at the rate of 1.5% per month, and will continue to accrue at that rate until the delinquency
 13 is resolved.

14 21. In addition to the Special Taxes currently delinquent, the Authority is authorized by
 15 law to collect any subsequently delinquent Special Taxes, penalties, interest, attorney's fees and
 16 other authorized charges and costs.

17 22. The Authority has an obligation under Section 5.09 the Fiscal Agent Agreement
 18 (among the structural documents executed as part of issuing the Bonds) to initiate foreclosure
 19 proceedings within approximately 180 days of Ashby USA's failure to pay the Special Tax.

21 THE BANKRUPTCY CASE

22 23. Following the Petition date, the Trustee has from time to time filed quarterly reports
 23 that mention Ashby USA. For example, in the report for the quarter ended September 30, 2007,
 24 the Trustee states:

25 USAIP is the maker of a \$58,374,918.81 promissory note (the "58
 26 million Note") to USACM for the benefit of creditors (including
 27 DTDF). Repayment of the \$58 million Note and other obligations
 28 of USAIP are secured by liens on USAIP's interest in entities

1 owned [sic] or in part by USAIP.¹ The Trustee may also claim
 2 equitable ownership rights in some assets titled in such entities

3 *USACM Liquidating Trust Quarterly Report For Period Ending September 30, 2007*, at 5 and
 4 n.6 (case docket no. 5035). However, the Trust has pursued and, now settled, litigation against
 5 Ashby USA, its affiliates and related parties, which resolves any such claim by this estate against
 6 Ashby USA or its property, including the Temecula Property.

7 **THE ADVERSARY PROCEEDING AND ITS SETTLEMENT**

8 24. On April 11, 2008, the USACM Trust commenced adversary proceeding number
 9 08-01123-LBR, entitled *USACM Liquidating Trust v. Fiesta Development, Inc., et al.* (the
 10 “Adversary Proceeding”) seeking to recover, under a broad array of theories, approximately \$4.9
 11 million in USACM funds that were allegedly transferred to Fiesta Development, Inc., Ashby
 12 USA, Richard K. Ashby, Random Developments, LLC, and Ashby Development Company, Inc.
 13 (collectively, the “Defendants”).

14 25. Ultimately, on February 10, 2009, the Trust moved pursuant to Bankruptcy Rule 9019
 15 for approval of a settlement (the “Settlement Agreement”) of the Adversary Proceeding (the
 16 “9019 Motion,” docket number 6794) providing, among other things, for an \$82,500 payment to
 17 the Trust (the “Settlement Consideration”), and entry of a stipulated judgment in the amount of
 18 approximately \$4.9 million against the defendants (excluding Ashby USA and Richard
 19 Ashby)(the “Stipulated Judgment”). In the 9019 Motion, the Trust alleged, among other things:

20 Prior to the settlement conference before Judge Newsome, the
 21 USACM Trust conducted the depositions of Ashby and Fiesta,
 22 through its accountant, Daniel Limone. During these depositions,
 23 the USACM Trust learned that: (1) Fiesta development is nearing
 24 bankruptcy; (2) Ashby USA is insolvent, in default of its loan
 25 obligations, and expects its lender to proceed with foreclosure on
 26 its only substantial asset soon; (3) Random Development has no
 27 assets of value, and the property it was previously developing has
 28 been foreclosed on; (4) Ashby has several lawsuits against him
 related to personal guarantees in excess of \$300 million, has
 outstanding judgments against him of over \$9 million, and does

1 Ashby USA is listed among these entities, at note 6 of this document.

1 not have sufficient assets to repay these obligations; and (4) Ashby
 2 Development is likewise insolvent, without any significant assets.
 3 [citation omitted]

4 9019 Motion, at 6.

5 26. On March 5, 2009, this Court approved the 9019 Motion. Pursuant to the provisions
 6 of the Settlement Agreement (at 2-3), upon payment of the \$82,500 Settlement Consideration,
 7 the Trust's claims against Ashby USA will be dismissed with prejudice. Ashby USA and
 8 Richard Ashby are excluded from liability under the Stipulated Judgment. See Settlement
 9 Agreement at 2-3 (attached to the 9019 Motion as Exhibit A).

10 27. Accordingly, the Trust has liquidated any equitable claims it has to the property of
 11 Ashby USA. Presently, the extent of the Trust's interest, in connection with Ashby USA, is a
 12 lien on USAIP's membership interest in Ashby USA.

13 28. The Authority submits this motion to confirm that it may proceed with a foreclosure
 14 action in the State of California to recover the Unpaid December Taxes and Unpaid April Taxes
 15 and related charges for the benefit of the holders of the Bonds.

16 **V.**

17 **RELIEF REQUESTED**

18 29. The Authority respectfully requests that this Court determine that the automatic stay
 19 does not apply with respect to the Temecula Property for the reasons set forth below.

20 30. Alternatively, the Authority requests this Court to enter an order lifting the automatic
 21 stay with respect to the Temecula Property for the reasons set forth below.

22 31. The Authority requests that any order this Court may enter be effective immediately
 23 pursuant to Rule 4001(a)(3) of the Federal Rules of Bankruptcy Procedure and that the ten (10)
 24 day stay period set forth therein does not apply.

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BASIS FOR RELIEF REQUESTED5
A. **The Automatic Stay Does Not Apply to the Temecula Property.**6
32. The automatic stay set forth in Bankruptcy Code § 362 does not apply with respect to
the Temecula Property because the Temecula Property is not property of the Debtor's
bankruptcy estate.7
33. Bankruptcy Code § 362 states, in part:8
(a) Except as provided in subsection (b) of this section, a petition filed under section .
. . 303 of this title . . . operates as a stay, applicable to all entities, of – * * *
9
(3) any act to obtain possession of property of the estate or of property from
the estate or to exercise control over property of the estate;
10
(4) any act to create, perfect, or enforce any lien against property of the estate;
11
(5) any act to create, perfect, or enforce against property of the debtor any lien
12
to the extent that such lien secures a claim that arose before the
13
commencement of the case under this title; . . .
1415
11 U.S.C. § 362(a).16
34. Bankruptcy Code § 541 sets forth various categories of interests which become part
of a debtor's bankruptcy estate as of the filing of a bankruptcy petition by or against an entity,
including but not limited to "all legal or equitable interests of the debtor in property as of the
commencement of the case." 11 U.S.C. §§ 101(42), 541.17
35. The filing of a bankruptcy petition does not expand the debtor's property interests.
Instead, the bankruptcy estate is limited to property to the extent of the right and title possessed
by the prepetition debtor. See, e.g., Emerson v. Maples (In re Mark Benskin & Co.), 161 B.R.
644, 653 (Bankr. W.D. Tenn. 1993). If the Debtor did not hold any direct interest in the
Temecula Property as of the Petition Date, the automatic stay does not apply with respect to that
property. See id. at 653-54.18
36. The automatic stay does not apply to the Temecula Property even if the Debtor
indirectly controls or derivatively owns it. The Ninth Circuit has held that:19
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as a general rule, the automatic stay of section 362(a) protects only the debtor,
property of the debtor, or property of the estate. It does not protect non-debtor

third parties or their property. Thus, section 362(a) does not stay actions against guarantors, sureties, corporate affiliates, or other non-debtor parties liable on the debts of the debtor.

Chugach Timber Corp v. Northern Stevedoring & Handling Corp. (In re Chugach Forest Prods., Inc.), 23 F.3d 241, 246 (9th Cir. 1994) (citations omitted); see also Gonzales v. United States (In re Silver), 303 B.R. 849, 864 (B.A.P. 10th Cir. 2004) (“[N]on-debtors and their property are not protected by the § 362(a) stay”). The only exception to this rule is in situations where the non-debtor is the alter ego of the debtor such that the two entities have an “identity of interest”:

In order for relief for such non-bankrupt defendants to be available under [§362(a)], there must be ‘unusual circumstances’ This ‘unusual situation,’ it would seem, arises when there is such identity between the debtor and the third-party defendant that the debtor may be said to be the real party defendant and that a judgment against the third-party defendant will in effect be a judgment or finding against the debtor.

Chugach, 23 F.3d at 246-47. This exception does not apply here because there is no evidence that the Debtor is the alter ego of Ashby USA.

37. Because the Debtor did not own the Temecula Property on the Petition Date, the Temecula Property did not become property of the Debtor’s bankruptcy estate and is therefore not subject to the automatic stay.

B. If the Temecula Property is Property of the Estate, Cause Exists to Lift the Automatic Stay.

38. Bankruptcy Code § 362(d)(1) provides that on request of a party in interest and after notice and a hearing, the Court shall grant relief from the automatic stay “for cause, including the lack of adequate protection.” 11 U.S.C. § 362(d)(1).

(i) *The Authority's secured interest in the Temecula Property is not adequately protected*

39. Cause exists to terminate the automatic stay in this Bankruptcy Case for lack of adequate protection. See 11 U.S.C. § 361. The United States Supreme Court has held:

It is common ground that the “interest in property” referred to by § 362(d)(1) includes the right of a secured creditor to have the security applied in payment of the debt upon completion of the reorganization; and that interest is not adequately protected if the security is depreciating during the term of the stay. Thus, . . . [where collateral is] declining in value[, the secured creditor] would [be] entitled,

1 under § 362(d)(1), to cash payment or additional security in the amount of the
 2 decline, as § 361 describes.

3 United Sav. Ass'n v. Timbers of Inwood Forest Assocs., 484 U.S. 365, 370 (1988).

4 40. The Temecula Property is located in Riverside County, California, an area in which
 5 real property values indisputably have been subject to rapid decline. There remains a serious risk
 6 that the Temecula Property will continue to decline while this Bankruptcy Case is pending.

7 41. Notwithstanding the decline in the value of the Temecula Property, the Authority has
 8 not received any payments as adequate protection of its secured position during the Bankruptcy
 9 Case. Accordingly, the automatic stay should be lifted to the extent it applies to the Temecula
 10 Property. See 11 U.S.C. §§ 361, 362; Delaney-Morin v. Day, 304 B.R. 365, 370 n. 3 (B.A.P. 9th
 Cir. 2003).

11 (ii) *The Debtor has failed to provide the Authority with insurance protection*

12 42. “A secured creditor lacks adequate protection if there is a threat of a decline in the
 13 value of the property. A threat to decline includes failure to maintain property insurance.”
 14 Delaney-Morin, 304 B.R. at 370 n.3. Accordingly, failure to maintain insurance has almost
 15 always been determined to be cause for relief from the automatic stay because of lack of
 16 adequate protection. In re Valdez, 324 B.R. 296, 301-02 (Bankr. S.D. Tex. 2005) (“failure to
 17 maintain insurance on the property, keep taxes current, or filing in bad faith solely to forestall
 18 creditors, could be independent forms of relief under § 362(d)(1)’’); Schewe v. Fairview Estates
 19 (In re Schewe), 94 B.R. 938, 949 (Bankr. W.D. Mich. 1989) (“cause may include lack of
 20 insurance”).

21 43. There is no evidence that the Debtor is maintaining appropriate casualty or liability
 22 insurance to protect the Temecula Property. The result is that cause exists to terminate the
 23 automatic stay with respect to the Temecula Property.

24
 25 C. **The Stay Should be Terminated Because the Debtor Lacks Equity in the Temecula**
 26 **Property.**

27 44. Bankruptcy Code § 362(d)(2) provides that on request of a party in interest and after
 28 notice and a hearing, the Court shall grant relief from the automatic stay and allow a secured

1 creditor to foreclose on its collateral if (i) the debtor lacks equity in the collateral, and (ii) the
 2 collateral is not necessary to an effective reorganization of the debtor. 11 U.S.C. § 362(d)(2).

3 45. Even if the Debtor owns the Temecula Property, the Debtor has no equity in it
 4 because various creditors, including the Authority and AmTrust Bank, have security interests in
 5 the Temecula Property as collateral for tax indebtedness and various secured loans, upon
 6 information and belief well in excess of its value.²

7 46. Additionally, the Temecula Property is not necessary to an effective reorganization of
 8 the Debtor in the Bankruptcy Case because (a) the Debtor was a mortgage broker and loan
 9 servicing company – not in the business of owning or developing property – and (b) to the extent
 10 the Debtor could even be considered presently in business, it could undisputedly continue to
 11 conduct its affairs without the Temecula Property. Accordingly, the Authority is entitled to relief
 12 from the automatic stay pursuant to Bankruptcy Code § 362(d)(2). See 11 U.S.C. § 362(d)(2).

13 **VII.**

14 **CONCLUSION**

16 Based upon the forgoing, the Authority requests that this Court enter an order
 17 determining that the automatic stay does not apply with respect to the Temecula Property, or in
 18 the alternative, that the Authority is entitled to relief from the automatic stay either because (1)
 19 the Authority lacks adequate protection or (2) because the Debtor lacks equity in the Temecula
 20 Property and it is not necessary to an effective reorganization of the Debtor. The Authority

21 ///

22 ///

23 ///

24 ///

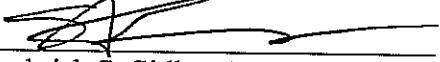
26 _____
 27 28 ² Ohio Savings Bank, also known as AmTrust Bank, holds a note in the amount of
 approximately \$107,374,000 (as of March, 2009) secured by a deed of trust on property of
 Ashby USA which includes the Temecula Property.

1 requests such further relief as the Court deems just and proper.

2

3 Respectfully submitted this 8 day of April, 2009.

4 SIDHU LAW FIRM, LLC

5 By 

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EXHIBIT A

EXHIBIT 1

Exhibit 1

Assessor's Parcel Number	2008-09 Annual Levy	Special Taxes Delinquent by Reason on Non-Payment (12/10/08)	Special Taxes Delinquent by Reason on Non-Payment (4/10/09)	Statutory Penalty	Statutory Interest	Subtotal
964-180-004	\$144,484.36	\$72,242.18	\$72,242.18	\$14,448.44	0	\$158,932.80
964-180-005	\$149,800.18	\$74,909.09	\$74,909.09	\$14,980.02	0	\$164,780.20
964-180-017	\$280,888.64	\$140,444.32	\$140,444.32	\$28,088.86	0	\$308,977.50
964-180-018	\$436,748.88	\$218,374.44	\$218,374.44	\$43,674.88	0	\$480,423.76
964-180-019	\$101,404.14	\$50,702.07	\$50,702.07	\$10,140.42	0	\$111,544.56
964-180-020	\$325,116.38	\$162,558.19	\$162,558.19	\$32,511.64	0	\$357,628.02
964-180-022	\$267,811.68	\$133,905.84	\$133,905.84	\$26,781.16	0	\$294,592.84
964-180-023	\$223,158.68	\$111,579.34	\$111,579.34	\$22,315.86	0	\$245,474.54
964-180-024	\$106,529.30	\$53,264.65	\$53,264.65	\$10,652.94	0	\$117,182.24
964-180-025	\$130,556.86	\$65,278.43	\$65,278.43	\$13,055.68	0	\$143,612.54
964-180-026	\$79,858.28	\$39,929.14	\$39,929.14	\$7,985.82	0	\$87,844.10
964-180-027	\$114,020.46	\$57,010.23	\$57,010.23	\$11,402.04	0	\$125,422.50

Exhibit 1-1

EXHIBIT 2



Riverside County, California

Office of the Treasurer-Tax Collector

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Property Tax Payments - Property Tax Details

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RIVERSIDE COUNTY SECURED PROPERTY TAX DETAILS		Assessment Number	Bill Number
FISCAL YEAR JULY 1, 2008 - JUNE 30, 2009		964180004-6	650337
LND	-	-	-
\$230,309.00	-	-	\$230,309.00

Tax Rate Area	Tax Rate	Property Data
013-116	1.0313%	13.59 ACRES NET IN LOT 7 MB 342/073 TR 29353-2

Mailing Address	Situs Address
470 E HARRISON ST CORONA CA 92879	None

Tax Payment Distribution (For information regarding these charges please contact the Taxing Agency directly at the number listed below)

Taxing Agency	Phone Number	Inst 1	Inst 2
FLD CNTL STORMWATER/CLEANWATER	(800) 439-6553	\$1,187.58	\$1,187.58
TEMECULA PARKS/LIGHTING SVS,	(866) 807-6864	\$2.71	\$2.71
TEMECULA CFD03-2 RORI PAUGH RANCH	(800) 676-7516	\$1,011.63	\$1,011.63
MWD STANDBY EAST	(866) 807-6864	\$72,242.18	\$72,242.18
EMWD STANDBY-COMBINED CHARGE,	(951) 928-3777	\$47.15	\$47.15
		\$27.18	\$27.18

1st Installment	2nd Installment
Due Date: 12-10-2008	Due Date: 04-10-2009
Status: Due	Status: Due

<https://taxpayments.co.riverside.ca.us/AssessmentDetails.aspx>

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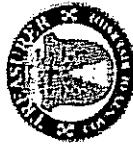
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Taxes Due:	\$74,518.43
Penalties Due:	\$7,451.81
Additional Fees Due:	\$0.00
Total Due:	\$81,970.24

Taxes Due:	\$74,518.43
Penalties Due:	\$0.00
Additional Fees Due:	\$0.00
Total Due:	\$74,518.43

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RIVERSIDE COUNTY SECURED PROPERTY TAX DETAILS		Assessment Number	Bill Number
FISCAL YEAR JULY 1, 2008 - JUNE 30, 2009		964180005-7	650338

LND	\$238,744.00		
		-	-
		-	-
		Total Assessment	
			\$238,744.00

Tax Rate Area	Tax Rate	Property Data	
013-116	1.0313%	14.09 ACRES NET IN LOT 8 MB 342/073 TR 29353-2	

Mailing Address	Situs Address
470 E HARRISON ST CORONA CA 92879	None

Tax Payment Distribution (For information regarding these charges please contact the Taxing Agency directly at the number listed below)

Taxing Agency	Phone Number	Inst 1	Inst 2
General Purpose		\$1,231.08	\$1,231.08
TEMECULA PARKS/LIGHTING SVS,	(866) 807-6864	\$1,048.85	\$1,048.85
TEMECULA CFD03-2 RORIPAUGH RANCH	(800) 676-7516	\$74,900.09	\$74,900.09
MWD STANDBY EAST	(866) 807-6864	\$48.89	\$48.89
EMWD STANDBY-COMBINED CHARGE,	(951) 928-3777	\$28.18	\$28.18

1st Installment	2nd Installment
Due Date: 12-10-2008	Due Date: 04-10-2009
Status: Due	Status: Due
Taxes Due: \$77,257.09	Taxes Due: \$77,257.09

Property Tax Payments - Property Tax Details

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Penalties Due:	\$7,725.67	Penalties Due:	\$0.00
Additional Fees Due:	\$0.00	Additional Fees Due:	\$0.00
Total Due:	\$84,982.76	Total Due:	\$77,257.09

<https://taxpayments.co.riverside.ca.us/AssessmentDetails.aspx>

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RIVERSIDE COUNTY SECURED PROPERTY TAX DETAILS		Assessment Number	Bill Number
FISCAL YEAR JULY 1, 2008 - JUNE 30, 2009		964180017-8	650341
LND		-	
\$520,487.00		-	\$520,487.00

Tax Rate Area	Tax Rate	Property Data
013-116	1.0313%	26.42 ACRES NET IN LOT 1 MB 401/089 TR 29353

Mailing Address	Situs Address
470 E HARRISON ST CORONA CA 92879	None

Tax Payment Distribution (For information regarding these charges please contact the Taxing Agency directly at the number listed below)

Taxing Agency	Phone Number	Inst 1	Inst 2
General Purpose		\$2,683.89	\$2,683.89
TEMECULA PARKS/LIGHTING SVS,	(866) 807-6864	\$1,966.70	\$1,966.70
TEMECULA CFD03-2 RORIPAUGH RANCH	(800) 676-7516	\$140,444.32	\$140,444.32
MWD STANDBY EAST	(866) 807-6864	\$91.67	\$91.67
EMWD STANDBY-COMBINED CHARGE,	(951) 928-3777	\$52.83	\$52.83

1st Installment	2nd Installment
Due Date: 12-10-2008	Due Date: 04-10-2009
Status: Due	Status: Due
Taxes Due: \$145,239.41	Taxes Due: \$145,239.41

Penalties Due:	\$14,523.92	Penalties Due:	\$0.00
Additional Fees Due:	\$0.00	Additional Fees Due:	\$0.00
Total Due:	\$159,763.33	Total Due:	\$145,239.41



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RIVERSIDE COUNTY SECURED PROPERTY TAX DETAILS FISCAL YEAR JULY 1, 2008 - JUNE 30, 2009	
Assessment Number 964180018-9	Bill Number 650342

LND	-	-	-	Total Assessment
\$809,296.00	-	-	-	\$809,296.00

Tax Rate Area	Tax Rate	Property Data
013-116	1.0313%	41.08 ACRES NET IN LOT 2 MB 401/089 TR 29353

Mailing Address	Situs Address
470 E HARRISON ST CORONA CA 92879	None

Tax Payment Distribution (For information regarding these charges please contact the Taxing Agency directly at the number listed below)

Taxing Agency	Phone Number	Inst 1	Inst 2
General Purpose		\$4,173.13	\$4,173.13
TEMECULA PARKS/LIGHTING SVS,	(866) 807-6864	\$3,057.99	\$3,057.99
TEMECULA CFD03-2 RORIPAUGH RANCH	(800) 676-7516	\$218,374.44	\$218,374.44
MWD STANDBY EAST	(866) 807-6864	\$142.54	\$142.54
EMWD STANDBY-COMBINED CHARGE.	(951) 928-3777	\$82.15	\$82.15

1st Installment	2nd Installment
Due Date: 12-10-2008	Due Date: 04-10-2009
Status: Due	Status: Due
Taxes Due: \$225,830.25	Taxes Due: \$225,830.25

<https://taxpayments.co.riverside.ca.us/AssessmentDetails.aspx>

Property Tax Payments - Property Tax Details

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Penalties Due:	\$22,583.00
Additional Fees Due:	\$0.00
Total Due:	\$248,413.25

Penalties Due:	\$0.00
Additional Fees Due:	\$0.00
Total Due:	\$225,830.25

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RIVERSIDE COUNTY SECURED PROPERTY TAX DETAILS		Assessment Number	Bill Number
FISCAL YEAR JULY 1, 2008 - JUNE 30, 2009		964180019-0	650343

LND	-	-	-	-	Total Assessment
\$590,620.00	-	-	-	-	\$590,620.00

Tax Rate Area	Tax Rate	Property Data
013-116	1.0313%	29.98 ACRES NET IN LOT 3 MB 401/089 TR 29353

Mailing Address	Situs Address
470 E HARRISON ST CORONA CA 92879	None

Tax Payment Distribution (For information regarding these charges please contact the Taxing Agency directly at the number listed below)

Taxing Agency	Phone Number	Inst 1	Inst 2
General Purpose		\$3,045.53	\$3,045.53
TEMECULA PARKS/LIGHTING SVS,	(866) 807-6864	\$2,231.71	\$2,231.71
TEMECULA CFD03-2 RORIPAUGH RANCH	(800) 676-7516	\$50,702.07	\$50,702.07
MWD STANDBY EAST			
EMWD STANDBY-COMBINED CHARGE,	(866) 807-6864	\$104.03	\$104.03
	(951) 928-3777	\$59.95	\$59.95

1st Installment	2nd Installment
Due Date: 12-10-2008	Due Date: 04-10-2009
Status: Due	Status: Due
Taxes Due: \$56,143.29	Taxes Due: \$56,143.29

<https://taxpayments.co.riverside.ca.us/AssessmentDetails.aspx>

Property Tax Payments - Property Tax Details

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Penalties Due:	\$5,614.31
Additional Fees Due:	\$0.00
Total Due:	\$61,757.60

Penalties Due:	\$0.00
Additional Fees Due:	\$0.00
Total Due:	\$56,143.29

<https://taxpayments.co.riverside.ca.us/AssessmentDetails.aspx>

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RIVERSIDE COUNTY SECURED PROPERTY TAX DETAILS				Assessment Number	Bill Number
FISCAL YEAR JULY 1, 2008 - JUNE 30, 2009				964180020-0	650344

LND	-	-	-	Total Assessment
\$602,441.00	-	-	-	\$602,441.00

Tax Rate Area	Tax Rate	Property Data
013-116	1.0313%	30.58 ACRES NET IN LOT 4 MB 401/089 TR 29353

Mailing Address	Situs Address
470 E HARRISON ST CORONA CA 92879	None

Tax Payment Distribution (For information regarding these charges please contact the Taxing Agency directly at the number listed below)

Taxing Agency	Phone Number	Inst 1	Inst 2
General Purpose		\$3,106.48	\$3,106.48
TEMECULA PARKS/LIGHTING SVS,	(866) 807-6864	\$2,276.37	\$2,276.37
TEMECULA CFD03-2 RORIPAUGH RANCH	(800) 676-7516	\$162,558.19	\$162,558.19
MWWD STANDBY EAST	(866) 807-6864	\$106.11	\$106.11
EMWD STANDBY-COMBINED CHARGE,	(951) 928-3777	\$61.15	\$61.15

1st Installment	2nd Installment
Due Date: 12-10-2008	Due Date: 04-10-2009
Status: Due	Status: Due
Taxes Due: \$168,108.30	Taxes Due: \$168,108.30

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Penalties Due:	\$16,810.80
Additional Fees Due:	\$0.00
Total Due:	\$184,919.10

Penalties Due:	\$0.00
Additional Fees Due:	\$0.00
Total Due:	\$168,108.30

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**RIVERSIDE COUNTY SECURED PROPERTY TAX DETAILS
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						Assessment Number	Bill Number
						964180022-2	650346
LND		-	-	-	-	Total Assessment	
	\$496,255.00	-	-	-	-	\$496,255.00	
Tax Rate Area	Tax Rate					Property Data	
013-116	1.0313%					25.19 ACRES NET IN LOT 6 MB 401/089 TR 29353	

				Assessment Number	Bill Number	Total Assessment	
				964180022-2	650346	\$496,255.00	
LND		-	-	-	-	Total Assessment	
	\$496,255.00	-	-	-	-	\$496,255.00	
Tax Rate Area	Tax Rate					Property Data	
013-116	1.0313%					25.19 ACRES NET IN LOT 6 MB 401/089 TR 29353	

				Assessment Number	Bill Number	Total Assessment	
				964180022-2	650346	\$496,255.00	
LND		-	-	-	-	Total Assessment	
	\$496,255.00	-	-	-	-	\$496,255.00	
Tax Rate Area	Tax Rate					Property Data	
013-116	1.0313%					25.19 ACRES NET IN LOT 6 MB 401/089 TR 29353	

				Assessment Number	Bill Number	Total Assessment	
				964180022-2	650346	\$496,255.00	
LND		-	-	-	-	Total Assessment	
	\$496,255.00	-	-	-	-	\$496,255.00	
Tax Rate Area	Tax Rate					Property Data	
013-116	1.0313%					25.19 ACRES NET IN LOT 6 MB 401/089 TR 29353	

Tax Payment Distribution (For information regarding these charges please contact the Taxing Agency directly at the number listed below)

Taxing Agency	Phone Number	Inst 1	Inst 2
TEMECULA PARKS/LIGHTING SVS,	(866) 807-6864	\$2,558.93	\$2,558.93
TEMECULA CFD03-2 RORIPAUGH RANCH	(800) 676-7516	\$1,875.14	\$1,875.14
MWD STANDBY EAST		\$133,905.84	\$133,905.84
EMWD STANDBY-COMBINED CHARGE,	(866) 807-6864 (951) 928-3777	\$87.40 \$50.38	\$87.40 \$50.38

1st Installment	2nd Installment
Due Date: 12-10-2008	Due Date: 04-10-2009
Status: Due	Status: Due
Taxes Due: \$138,477.69	Taxes Due: \$138,477.69

<https://taxpayments.co.riverside.ca.us/AssessmentDetails.aspx>

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Penalties Due:	\$13,847.75	Penalties Due:	\$0.00
Additional Fees Due:	\$0.00	Additional Fees Due:	\$0.00
Total Due:	\$152,325.44	Total Due:	\$138,477.69

<https://taxpayments.co.riverside.ca.us/AssessmentDetails.aspx>

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RIVERSIDE COUNTY SECURED PROPERTY TAX DETAILS FISCAL YEAR JULY 1, 2008 - JUNE 30, 2009		Assessment Number 964180023-3	Bill Number 650347
LND	- - - - -		
\$413,514.00	- - - - -	\$413,514.00	

Tax Rate Area	Tax Rate	Property Data	
013-116	1.0313%	20.99 ACRES NET IN LOT 7 MB 401/089 TR 29353	

Mailing Address	Status Address
470 E HARRISON ST CORONA CA 92879	None

Tax Payment Distribution (For information regarding these charges please contact the Taxing Agency directly at the number listed below)

Taxing Agency	Phone Number	Inst 1	Inst 2
GENERAL PURPOSE		\$2,132.28	\$2,132.28
TEMECULA PARKSLIGHTING SVS,	(866) 807-6864	\$1,562.49	\$1,562.49
TEMECULA CFD03-2 RORIPAUGH RANCH	(800) 676-7516	\$111,579.34	\$111,579.34
MWD STANDBY EAST	(866) 807-6864	\$72.83	\$72.83
EMWD STANDBY-COMBINED CHARGE,	(951) 928-3777	\$41.98	\$41.98

1st Installment	2nd Installment
Due Date: 12-10-2008	Due Date: 04-10-2009
Status: Due	Status: Due
Taxes Due: \$115,388.92	Taxes Due: \$115,388.92

<https://taxpayments.co.riverside.ca.us/AssessmentDetails.aspx>

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Penalties Due:	\$11,538.86
Additional Fees Due:	\$0.00
Total Due:	\$126,927.78

Penalties Due:	\$0.00
Additional Fees Due:	\$0.00
Total Due:	\$115,388.92

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RIVERSIDE COUNTY SECURED PROPERTY TAX DETAILS FISCAL YEAR JULY 1, 2008 - JUNE 30, 2009		Assessment Number 964180024-4	Bill Number 650348
LND	- - - - -		
\$197,399.00	- - - - -	\$197,399.00	

Tax Rate Area	Tax Rate	Property Data	
013-116	1.0313%	10.02 ACRES NET IN LOT 8 MB 401/089 TR 29353	

Mailing Address	Status Address
470 E HARRISON ST CORONA CA 92879	None

Tax Payment Distribution (For information regarding these charges please contact the Taxing Agency directly at the number listed below)

Taxing Agency	Phone Number	Inst 1	Inst 2
General Purpose		\$1,017.88	\$1,017.88
TEMECULA PARKSLIGHTING SVS,	(866) 807-6864	\$745.88	\$745.88
TEMECULA CFD03-2 RORJPAUGH RANCH	(800) 676-7516	\$53,264.65	\$53,264.65
MWD STANDBY EAST	(866) 807-6864	\$34.76	\$34.76
EMWD STANDBY-COMBINED CHARGE,	(951) 928-3777	\$20.03	\$20.03

1st Installment		2nd Installment	
Due Date:	12-10-2008	Due Date:	04-10-2009
Status:	Due	Status:	Due
Taxes Due:	\$55,083.20	Taxes Due:	\$55,083.20

<https://taxpayments.co.riverside.ca.us/AssessmentDetails.aspx>

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Penalties Due:	\$5,508.29
Additional Fees Due:	\$0.00
Total Due:	\$60,591.49

Penalties Due:	\$0.00
Additional Fees Due:	\$0.00
Total Due:	\$55,083.20

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RIVERSIDE COUNTY SECURED PROPERTY TAX DETAILS		Assessment Number	Bill Number
FISCAL YEAR JULY 1, 2008 - JUNE 30, 2009		964180025-5	650349

LND	-	-	-	-	Total Assessment
\$241,922.00	-	-	-	-	\$241,922.00

Tax Rate Area	Tax Rate	Property Data
013-116	1.0313%	12.28 ACRES NET IN LOT 9 MBL 401/089 TR 29353

Mailing Address	Status Address
470 E HARRISON ST CORONA CA 92879	None

Tax Payment Distribution (For information regarding these charges please contact the Taxing Agency directly at the number listed below)

General Purpose	Taxing Agency	Phone Number	Inst 1	Inst 2
TEMECULA PARKSLIGHTING SVS,	(866) 807-6864		\$1,247.47	\$1,247.47
TEMECULA CFD03-2 RORIPAUGH RANCH	(800) 676-7516		\$914.12	\$914.12
MWD STANDBY EAST	(866) 807-6864		\$65,278.43	\$65,278.43
EMWD STANDBY-COMBINED CHARGE,	(951) 928-3777		\$42.61	\$42.61
			\$24.55	\$24.55

1st Installment		2nd Installment	
Due Date:	12-10-2008	Due Date:	04-10-2009
Status:	Due	Status:	Due
Taxes Due:	\$67,507.18	Taxes Due:	\$67,507.18

<https://taxpayments.co.riverside.ca.us/AssessmentDetails.aspx>

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Penalties Due:	\$6,750.70
Additional Fees Due:	\$0.00
Total Due:	\$74,257.88

Penalties Due:	\$0.00
Additional Fees Due:	\$0.00
Total Due:	\$67,507.18

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RIVERSIDE COUNTY SECURED PROPERTY TAX DETAILS		Assessment Number	Bill Number
FISCAL YEAR JULY 1, 2008 - JUNE 30, 2009		964180026-6	650350

LND	-	-	-	Total Assessment
\$465,129.00	-	-	-	\$465,129.00

Tax Rate Area	Tax Rate	Property Data
013-116	1.0313%	23.61 ACRES NET IN LOT 10 MVB 401/089 TR 29353

Mailing Address	Status Address
470 E HARRISON ST CORONA CA 92879	None

Tax Payment Distribution (For information regarding these charges please contact the Taxing Agency directly at the number listed below)

Taxing Agency	Phone Number	Inst 1	Inst 2
General Purpose		\$2,398.43	\$2,398.43
TEMECULA PARKSLIGHTING SVS,	(866) 807-6864	\$1,757.52	\$1,757.52
TEMECULA CFD03-2 RORIPAUGH RANCH	(800) 676-7516	\$39,929.14	\$39,929.14
MWD STANDBY EAST	(866) 807-6864	\$81.92	\$81.92
EMWD STANDBY-COMBINED CHARGE,	(951) 928-3777	\$47.22	\$47.22

1st Installment		2nd Installment	
Due Date:	12-10-2008	Due Date:	04-10-2009
Status:	Due	Status:	Due
Taxes Due:	\$44,214.23	Taxes Due:	\$44,214.23

<https://axpayments.co.riverside.ca.us/AssessmentDetails.aspx>

Penalties Due:	\$4,421.41
Additional Fees Due:	\$0.00
Total Due:	\$48,635.64

Penalties Due:	\$0.00
Additional Fees Due:	\$0.00
Total Due:	\$44,214.23



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LND	-	-	-	-	Total Assessment
\$664,103.00	-	-	-	-	\$664,103.00

Tax Rate Area	Tax Rate	Property Data			
013-116	1.0313%	33.71 ACRES NET IN LOT 11 MB 401/089 TR 29353			

Mailing Address		Status Address
470 E HARRISON ST	CORONA CA 92879	None

Tax Payment Distribution (For information regarding these charges please contact the Taxing Agency directly at the number listed below)

General Purpose	Taxing Agency	Phone Number	Inst 1	Inst 2
TEMECULA PARKS/LIGHTING SVS,	(866) 807-6864		\$3,424.44	\$3,424.44
TEMECULA CFD03-2 RORIPAUGH RANCH	(800) 676-7516		\$2,509.37	\$2,509.37
MWD STANDBY EAST	(866) 807-6864		\$57,010.23	\$57,010.23
EMWD STANDBY-COMBINED CHARGE,	(951) 928-3777		\$116.97	\$116.97
		\$67.42	\$67.42	

1st Installment		2nd Installment	
Due Date:	12-10-2008	Due Date:	04-10-2009
Status:	Due	Status:	Due
Taxes Due:	\$63,128.43	Taxes Due:	\$63,128.43

<https://taxpayments.co.riverside.ca.us/AssessmentDetails.aspx>

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Penalties Due:	\$6,312.82
Additional Fees Due:	\$0.00
Total Due:	\$69,441.25

Penalties Due:	\$0.00
Additional Fees Due:	\$0.00
Total Due:	\$63,128.43